

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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<i>In re</i>	: Chapter 11 Case No.
	:
ARMSTRONG WORLD INDUSTRIES, INC., <i>et al.</i> ,	: 00-4471 (RJN)
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	:
Debtors.	: (Jointly Administered)
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MASTER BALLOT FOR ACCEPTING OR REJECTING  
ARMSTRONG WORLD INDUSTRIES, INC.'S PLAN OF REORGANIZATION  
FOR HOLDERS OF CLASS 7 ASBESTOS PERSONAL INJURY CLAIMS

Armstrong World Industries, Inc. ("AWI"), as debtor in possession, is soliciting votes with respect to the Plan of Reorganization of Armstrong World Industries, Inc., dated November 4, 2002 (the "*Plan*"), from the holders of certain impaired claims against and interests in AWI. If you have any questions on how to properly complete this Master Ballot, please call Innisfree M&A Incorporated toll-free at (877) 750-2689.

This Master Ballot is to be used only to tabulate votes solicited from individual holders of Asbestos Personal Injury Claims regarding the acceptance or rejection of the Plan. **This Master Ballot must be properly completed, signed, dated, and returned to Trumbull Services, LLC (the "*Voting Agent*"), Attn: Armstrong World Industries, Inc. (by mail: P.O. Box 1117, Windsor, Connecticut 06095; by hand delivery or overnight courier: 4 Griffin Road North, Windsor, Connecticut 06095) so that it is RECEIVED by the Voting Agent by 5:00 p.m. Wilmington, Delaware time on [\_\_\_\_\_] , 2003, Unless such time is extended by AWI (the "*Voting Deadline*"). Otherwise, the votes transmitted hereby will not be counted.**

On [\_\_\_\_\_] , 2003, the United States Bankruptcy Court for the District of Delaware signed an order that establishes certain procedures (the "*Voting Procedures*") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are annexed as Exhibit "D" to the Disclosure Statement, dated December 20, 2002 (the "*Disclosure Statement*"), which accompanies this Ballot. Section 4(c) of the Voting Procedures sets forth the procedures for Master Ballots, such as this one, that are signed by attorneys for holders of Asbestos Personal Injury Claims. Please follow such procedures carefully.

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. TABULATION OF VOTES WITH RESPECT TO THE PLAN.** Please note that each holder of an Asbestos Personal Injury Claim that votes must vote its entire claim to accept or reject the Plan and may not split such vote. Accordingly, any holder of an Asbestos Personal Injury Claim who attempts partially to reject and partially to accept the Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Plan.

**Please mark one of the boxes below:**

	All claimants listed on the exhibit accompanying this Ballot <b>ACCEPT</b> the Plan
	All claimants listed on the exhibit accompanying this Ballot <b>REJECT</b> the Plan
	All claimants listed on the exhibit accompanying this Ballot <b>ACCEPT</b> the Plan, <i>except</i> as marked on such exhibit
	All claimants listed on the exhibit accompanying this Ballot <b>REJECT</b> the Plan, <i>except</i> as marked on such exhibit.

**Please complete the following summary of votes on the Plan for each disease category of claimants for whom you are voting:**

- Of the claimants listed in the **MESOTHELIOMA** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan.
- Of the claimants listed in the **LUNG CANCER 1** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan.
- Of the claimants listed in the **LUNG CANCER 2** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan.
- Of the claimants listed in the **OTHER CANCER** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan.
- Of the claimants listed in the **SEVERE ASBESTOSIS** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan.
- Of the claimants listed in the **ASBESTOSIS/PLEURAL DISEASE (LEVEL III)** category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants

vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan

- Of the claimants listed in the **ASBESTOSIS/PLEURAL DISEASE (LEVEL II)** category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan
- Of the claimants listed in the **OTHER ASBESTOSIS** disease category on the exhibit accompanying this Ballot, \_\_\_\_\_ number of claimants vote to **ACCEPT** the Plan and \_\_\_\_\_ number of claimants vote to **REJECT** the Plan

**Item 2. SUMMARY OF HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS REPRESENTED BY ATTORNEY.** Please prepare a summary sheet, to be attached to this Master Ballot as an exhibit, listing each holder of an Asbestos Personal Injury Claim you represent in substantially the same form as the table below. If possible, please submit an electronic version of the chart below in excel format. Please note that if all holders of Asbestos Personal Injury Claims represented by you vote to either accept or reject the Plan, you need not include the last column indicating whether each holder of an Asbestos Personal Injury Claim accepts or rejects the Plan

Name of Holder of an Asbestos Personal Injury Claim	Social Security Number	Disease Type	Accept or Reject (complete if applicable)

**Item 3. CERTIFICATIONS.** By signing this Master Ballot, the undersigned certifies as follows:

- I have been provided with a copy of the Disclosure Statement, dated December 20, 2002, for the Plan (the "*Disclosure Statement*") and the exhibits thereto.
- I have the full power and authority to vote to accept or reject the Plan on behalf of each of the holders of Asbestos Personal Injury Claims listed on the exhibit accompanying this Master Ballot.
- I acknowledge that I am obligated to furnish the Voting Agent, within ten (10) business days after the mailing of this Master Ballot and the Disclosure Statement, with the names and addresses of all holders of Asbestos Personal Injury Claims for whom I do not have the authority to vote to accept or reject the Plan.

**Item 4. RETURN OF EXHIBIT.** The entire exhibit accompanying this Master Ballot must be prepared and returned with this completed Master Ballot to the Voting Agent.

Print or Type Name of Attorney: \_\_\_\_\_

Name of Law Firm: \_\_\_\_\_

Signature: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**INSTRUCTIONS  
FOR COMPLETING THE MASTER BALLOT FOR  
HOLDERS OF CLASS 7 ASBESTOS PERSONAL INJURY CLAIMS**

- 1 This Master Ballot is submitted to you in connection with the solicitation of votes of individual holders of Asbestos Personal Injury Claims to accept or reject the Plan of Reorganization of Armstrong World Industries, Inc., dated November 4, 2002 (the "*Plan*"). The terms of the Plan are described in the Disclosure Statement, dated December 20, 2002, for the Plan (the "*Disclosure Statement*"). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN, THE DISCLOSURE STATEMENT, AND THE PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN APPROVED BY THE BANKRUPTCY COURT ON [\_\_\_\_], 2003 (THE "VOTING PROCEDURES") CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.**
- 2 This Master Ballot is to be used by counsel to holders of Asbestos Personal Injury Claims who are authorized to vote on behalf of those clients to accept or reject the Plan.
- 3 The Plan will be accepted by Class 7 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 7 voting on the Plan. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in AWI (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
- 4 **To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned so that it is received by the Voting Agent (set forth below) not later than 5:00 p.m. Wilmington, Delaware time on [\_\_\_\_], 2003, unless such time is extended in the sole discretion of AWI (the "Voting Deadline").** Master Ballots may be delivered by mail to the Voting Agent at the following address:

ARMSTRONG WORLD INDUSTRIES, INC.  
C/O TRUMBULL SERVICES, LLC  
P.O. BOX 1117  
WINDSOR, CT 06095

or by hand delivery or overnight courier to the Voting Agent at the following address:

ARMSTRONG WORLD INDUSTRIES, INC.  
C/O TRUMBULL SERVICES, LLC  
4 GRIFFIN ROAD NORTH  
WINDSOR, CT 06095

**Ballots will not be accepted by telecopy or facsimile transmission.**

- 5 This Master Ballot may not be used for any purpose other than to transmit the votes to accept or reject the Plan.

6. You may be required to provide evidence of authorization of the undersigned by holders of Asbestos Personal Injury Claims to vote to accept or reject the Plan.
7. Multiple Master Ballots may be completed and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the last Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes.
8. Please note that Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos Personal Injury Claim you represent, which shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos Personal Injury Claims on whose behalf you are voting by name, social security number and disease type, with a separate box next to each entry to note, if necessary, whether such individual holder of an Asbestos Personal Injury Claim accepts or rejects the Plan. If all holders of Asbestos Personal Injury Claims represented by you vote to either accept or reject the Plan, you need not create a separate box next to each entry to note whether the individual accepts or rejects the Plan.
9. Each holder of an Asbestos Personal Injury Claim that votes must vote his or her entire claim to accept or reject the Plan and may not split such vote. Accordingly, any holder of an Asbestos Personal Injury Claim who attempts partially to reject and partially to accept the Plan shall not be counted. If this Master Ballot is signed and timely sent to the Voting Agent, but does not designate either acceptance or rejection of the Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Plan.
10. To properly complete the Ballot, you must follow the procedures described below:
  - a. Item 1 of the Master Ballot asks you to indicate which holders of Asbestos Personal Injury Claims listed on the exhibit accept the Plan and which of your clients listed on the exhibit reject the Plan. If all of your clients have authorized you to accept the Plan, you may check the box indicating the same. If all your clients have authorized you to reject the Plan, you may check the box indicating the same. If some of your clients have authorized you to accept the Plan, while others have authorized you to reject the Plan, please check the appropriate box and be certain to specify on the exhibit which clients have rejected the Plan and which clients have accepted the Plan. Item 1 also requires you to complete the summary of votes by disease category set forth therein;
  - b. Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos Personal Injury Claim you represent, that shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos Personal Injury Claims on whose behalf you are voting by name, social security number, and disease type, with a separate box next to each entry to note, if necessary, whether such individual holder of an

Asbestos Personal Injury Claim accepts or rejects the Plan. If all Holder of an Asbestos Personal Injury Claims represented by you vote to either accept or reject the Plan, you need not create a separate box next to each entry to note whether the individual accepts or rejects the Plan;

- c. Item 3 contains certifications, under penalty of perjury, which are required for you to submit a vote on behalf of one or more holders of Asbestos Personal Injury Claims. Please ensure that you have read and understood the certifications prior to signing the Master Ballot. **If you are unable to make the certification as to the authority to vote on behalf of any holder of an Asbestos Personal Injury Claim, you must either (i) within ten (10) business days after the mailing of the Solicitation Package, furnish the Voting Agent with the names and addresses of any such holder(s), to whom the Voting Agent will send copies of the Solicitation Package, including Ballots, or (ii) transmit such Solicitation Package to any such clients directly.** If you chose to transmit the Solicitation Packages to your clients directly, AWI will reimburse you for the actual postage incurred upon submission of evidence of reasonable postage expenses
- d. sign and date your Master Ballot;
- e. provide your name and mailing address;
- f. contact the Voting Agent if you need any additional information; and
- g. return the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, OR VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT INNISFREE M&A INCORPORATED TOLL-FREE AT (877) 750-2689.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF AWI OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**No Ballot or Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.**